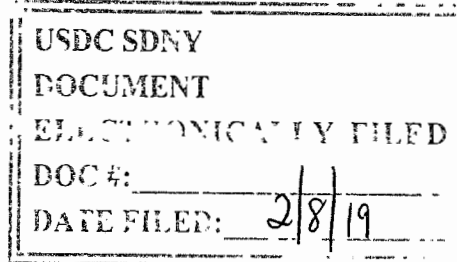


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ROBERT BRYANT and TRINTON :
HATTON, Individually and on behalf of : Civil Action No.: 1:17-cv-07638 (CM)
themselves and all others similarly situated, : (HBP)
:
Plaintiffs, :
:
v. :
:
POTBELLY SANDWICH WORKS, LLC, :
:
Defendant. :
----- x



**STIPULATION [AND ~~PROPOSED~~ ORDER] REGARDING
DISCOVERY**

The Parties, through their undersigned attorneys, file this Joint Proposed
Discovery Scheduling Order:

A. Time Period for Fact Discovery: Fact discovery to be completed nine
months from the entry of this Order.

B. Written Discovery: Written discovery by Defendants shall be directed to
the opt-in Plaintiffs and putative class members selected for deposition and shall be
limited to 10 Requests for Production of Documents and 10 interrogatories. Plaintiffs'
written discovery directed to Defendant shall be limited to 25 Requests for Production
and 20 Interrogatories. Rule 26(a)(1) disclosures to be served by February 28, 2019.

C. Depositions: Defendant's depositions of opt-in Plaintiffs shall be limited to
the Named Plaintiffs (full day) and 10% of the opt-ins from each state where an opt-in
was employed (any number greater than one rounded up), limited to four hours each on

the record, selected randomly, except that at least one opt-in shall be deposed for each state. The Parties agree that depositions of the Named Plaintiffs will take place in New York, and that the parties will work together to schedule the locations for the depositions of the opt-ins based on the convenience of the opt-ins and counsel. Additionally, should the Court grant Plaintiffs' motion to amend the Complaint to add an Illinois class claim, the parties will randomly select an additional 20% of the Illinois absent class members (*i.e.*, non-opt-ins) for deposition. Defendant may elect to depose any opt-in by video-conference. Should Defendant depose any opt-in by video-conference, Defendant shall bear the video-teleconferencing costs for the deposition. Plaintiffs' depositions of Defendant shall be limited to 10 depositions, inclusive of one 30(b)(6) deposition. Defendant's depositions shall take place within the city of residence of the deponent, unless the parties agree to an alternative location. The parties shall not be permitted to submit a declaration in support of or opposition to a motion for final certification of the FLSA collective action or in support of or opposition to a motion for Rule 23 class certification from any opt-in or putative class member who has not been deposed. Following the completion of the depositions authorized in this Order, should either party believe additional depositions are needed, an application shall be filed with the Court to modify this Order upon good cause

D. Expert Discovery: All expert discovery shall be completed no later than three months after the close of fact discovery. Five months prior to the close of expert discovery, the Parties shall submit a proposed schedule for the exchange of expert reports and depositions of experts.

E. Rule 23 Motion and Final FLSA Certification and Decertification

Motions: The Parties shall file a proposed briefing schedule for their Motion for Rule 23 Certification of an IL state law class claim and Final Fair Labor Standards Act Certification, and Defendant shall file its Motion to Decertify the Fair Labor Standards Act Collective within 10 days after the completing of expert discovery.

F. Dispositive Motions: The Parties shall propose a schedule for dispositive motion briefing within seven days of a ruling on the motions for Rule 23 certification and Final Fair Labor Standards Act Certification and Decertification.

G. Other Matters: No pleading may be amended absent good cause. This proposed Order is without prejudice to the Parties' rights to seek modifications to this Order for good cause shown. This proposal is without prejudice to all arguments, claims, and defenses of the Parties.

Respectfully submitted this 6th day of February, 2019.

KLAFTER OLSEN & LESSER LLP

JACKSON LEWIS P.C.

/s/

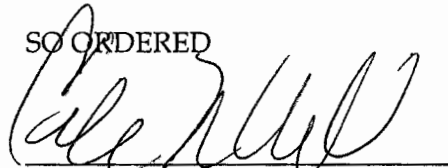
Seth R. Lesser
Fran L. Rudich
Michael H. Reed
Alexis H. Castillo
Two International Drive, Suite 350
Rye Brook, NY 10573
Telephone: (914) 934-9200
Facsimile: (914) 934-9220
E-mail: Seth@klafterolsen.com
Fran@klafterolsen.com
Michael.Reed@klafterolsen.com
Alexis.Castillo@klafterolsen.com

/s/

Jeffrey W. Brecher
Sarah K. Hook
58 South Service Road, Suite 250
Melville, NY 11747
Telephone: (631) 247-0404
Facsimile: (631) 247-0417
E-mail: brecherj@jacksonlewis.com
Sarah.Hook@jacksonlewis.com
Attorneys for Defendant

*Attorneys for Plaintiffs, the Collective, and the
New York Class*

SO ORDERED


HON. COLLEEN McMAHON

2-8-2019